

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
MARSHALL DIVISION**

SOVERAIN IP, LLC,

Plaintiff,

v.

MICROSOFT CORP.,

Defendant.

Case No. 2:17-cv-00204

LEAD CASE

JURY TRIAL DEMANDED

DECLARATION OF DHIRAJ BHATIA

I, Dhiraj Bhatia under penalty of perjury, declare as follows:

1. I am a Senior Director at Walmart eCommerce and have worked on Walmart's e-commerce products, including the walmart.com website, since September 2014. In my role I oversee projects that affect the Walmart organizations from a technology standpoint, including overseeing Enterprise Tools Engineering and Technical Operations at Walmart Technology. I am based in the San Francisco Bay Area.

2. I submit this declaration in support of Wal-Mart Stores, Inc.'s ("Walmart Stores") and Wal-Mart Stores Texas, LLC's ("Stores Texas") Motion to Dismiss Under 12(b)(7) and 12(b)(3), or in the Alternative, Transfer Under § 1406 or § 1404. The facts set forth in this Declaration are based on my personal knowledge and if called as a witness, I could completely testify thereto.

3. I understand that Walmart Stores is a Delaware corporation headquartered in Bentonville, Arkansas, and that Walmart Stores is the parent company of Stores Texas, Walmart.com USA, LLC ("Walmart.com USA"), and various other Walmart entities.

4. I also understand that Stores Texas is a Delaware corporation headquartered in Bentonville, Arkansas, and that Stores Texas is a wholly owned subsidiary of Walmart Stores. Stores Texas is one of several operating entities that operates brick and mortar stores in certain regions. Stores Texas operates the brick and mortar stores in Texas.

5. Additionally, I understand that Walmart.com USA is a limited liability company organized and existing under the laws of California, with its headquarters in the San Francisco Bay Area. Walmart.com USA has been in the San Francisco Bay Area since early 2000 when it was first founded.

6. I understand that Walmart Stores and its subsidiaries are separate corporate entities that observe corporate formalities.

7. I understand that Plaintiff Soverain IP, LLC (“Soverain”) has accused Walmart Stores and Stores Texas of patent infringement based on the walmart.com website. I further understand that Soverain alleges the walmart.com website infringes because it includes: (1) technology for extracting data from sources of network-based information in a communications network having a plurality of network servers programmed to transmit network-based information; (2) technology for tracking webpage requests received at a web server from multiple clients; and (3) technology for processing service requests from a client to server system through a network.

8. I understand that Soverain’s complaint specifically identifies scripts that enable the extraction of network based information, including from search results, as well as cookies, web beacons, and mobile device identifiers as infringing features of the walmart.com website.

9. Walmart.com USA is the entity that is responsible for the development, maintenance, and operation of these accused features of the walmart.com website.

10. The design and development for these accused features and functionality is done

by the Walmart.com USA engineering team and/or the Walmart.com USA search organization. These groups are based in the San Francisco Bay Area, with some development occurring in Walmart's India Development Center, and with a few employees working remotely from locations such as Seattle and Chicago.

11. Stores Texas has no involvement whatsoever with the development, maintenance, or operation of the walmart.com website. Stores Texas does not manage or otherwise direct anyone responsible for the walmart.com website. Walmart.com USA is the entity responsible for the features and functionality being accused of infringement.

12. As I stated above, the overwhelming majority of knowledgeable, relevant witnesses and documents for the accused features are located in the San Francisco Bay Area. Specifically, no one who is responsible for the accused features is located in the Eastern District of Texas.

13. Aside from the technical personnel, there are employees who handle business and website metrics relevant to the accused features of the walmart.com website, including any scripts, cookies, or web beacons. Most of these employees are located in the San Francisco Bay Area, and the rest are located in India. None are located in Texas.

14. The vast majority of documents and records related to the accused features are located in the San Francisco Bay Area at Walmart.com USA's offices for the engineering and search groups. For example, design and development documents related to the walmart.com website's html code are located in the San Francisco Bay Area at one of Walmart.com USA's offices. Technical personnel in charge of the walmart.com website source code are all located in either the San Francisco Bay Area or India. None of these documents are located in the Eastern District of Texas.

15. The servers that run walmart.com's code, including the code excerpted in

Soverain's complaint, are run on servers controlled and accessed by employees based in the San Francisco Bay Area, or in India. These are the employees who would have relevant knowledge about the website's code.

16. I understand that the United States District Court for the Northern District of California has court houses in San Francisco, Oakland, and San Jose. It would be convenient for relevant employee witnesses to attend court hearings, trial, or depositions in the San Francisco Bay Area. It would require minimal travel time and not result in significant time away from work. Traveling to Tyler, Texas would be highly inconvenient for the San Francisco Bay Area employees with relevant knowledge about the website. It would require significant time and expense to travel to Tyler, especially in comparison to traveling within the San Francisco Bay Area.

Signed: June 20, 2017


Dhiraj Bhatia